

7280-C
RECORDATION NO.

Filed & Recorded

MAY 23 1974 -9 30 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT TO CONDITIONAL SALES AGREEMENT

This amendment dated May 22, 1974, to CONDITIONAL SALES AGREEMENT (hereinafter the "Agreement") dated December 13, 1973 among WHITEHEAD & KALES, a Michigan corporation (hereinafter called the "Manufacturer"), FCB LEASING, LTD., a Massachusetts corporation (hereinafter called "Vendee"), and THE CHICAGO MILWAUKEE, ST. PAUL AND PACIFIC RAILROAD COMPANY, a Wisconsin Corporation (hereinafter called the "Guarantor"),

W I T N E S S E T H:

WHEREAS, Manufacturer, Vendee and Guarantor have entered into the Agreement; and

WHEREAS, Manufacturer, Vendee and Guarantor have agreed to change the description of equipment covered by the Agreement;

NOW, THEREFORE, Annex A to the amendment is hereby substituted for Annex A to the Agreement.

IN WITNESS WHEREOF, the parties have caused this
Amendment to Conditional Sales Agreement to be executed in
their respective corporate names, by one of their officers
thereunto duly authorized and their corporate seals to be
hereunto affixed and duly attested.

WHITEHEAD & KALES COMPANY

BY C. E. Wieser.
C. E. Wieser, Vice President-Finance

ATTEST:

G. Konchal
G. Konchal, Treasurer

FCB LEASING, LTD.

By _____

ATTEST:

CHICAGO, MILWAUKEE, ST. PAUL
AND PACIFIC RAILROAD COMPANY

By _____

ATTEST:

STATE OF

COUNTY OF

On this 17th day of May, 1974, before me personally appeared C. E. Wieser, to be ~~personally~~ Vice Pres. known, who being by me duly sworn says that he is a Vice Pres. of Whitehead & Kales Company; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that such instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Ardis W. Hall
NOTARY PUBLIC

ARDIS W. HALL
Notary Public, Wayne County, Mich.
My Commission Expires Sept. 6, 1977

My Commission Expires:
September 6, 1977

STATE OF

COUNTY OF

On this _____ day of _____, 1974, before me personally appeared _____, to me personally know, who, being by me duly sworn, says that he is a _____ of FCB Leasing, Ltd., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

NOTARY PUBLIC

My Commission Expires:

IN WITNESS WHEREOF, the parties have caused this
Amendment to Conditional Sales Agreement to be executed in
their respective corporate names, by one of their officers
thereunto duly authorized and their corporate seals to be
hereunto affixed and duly attested.

WHITEHEAD & KALES COMPANY

BY _____

ATTEST:

FCB LEASING, LTD.

By _____

Paul H. Clark
Vice-President

ATTEST:

Robert E. Mills

CHICAGO, MILWAUKEE, ST. PAUL
AND PACIFIC RAILROAD COMPANY

By _____

ATTEST:

STATE OF

COUNTY OF

On this _____ day of _____, 1974, before me personally appeared _____, to be personally known, who being by me duly sworn says that he is a _____ of Whitehead & Kales Company; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that such instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

NOTARY PUBLIC

My Commission Expires:

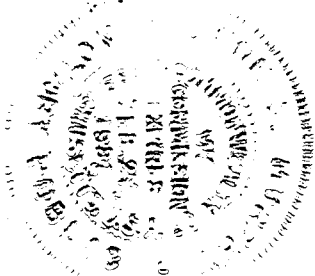
STATE OF

COUNTY OF

On this 17th day of May, 1974, before me personally appeared Paul F. Ochoa, Jr., to me personally know, who, being by me duly sworn, says that he is a Senior Vice Pres. of FCB Leasing, Ltd., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Anne L. Murphy
NOTARY PUBLIC

My Commission Expires: 2/07/81



IN WITNESS WHEREOF, the parties have caused this Amendment to Conditional Sales Agreement to be executed in their respective corporate names, by one of their officers thereunto duly authorized and their corporate seals to be hereunto affixed and duly attested.

WHITEHEAD & KALES COMPANY

BY _____

ATTEST:

FCB LEASING, LTD.

By _____

ATTEST:

CHICAGO, MILWAUKEE, ST. PAUL
AND PACIFIC RAILROAD COMPANY

By *R. Kentall*

Vice President - Finance & Accounting

ATTEST:

J. J. Tacey
Secretary

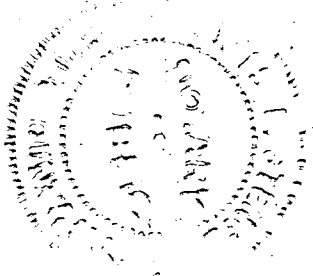
STATE OF

COUNTY OF

On this 20th day of May, 1974, before me personally appeared R. H. Kratochwill, to me personally known who being by me duly sworn says that he is a Vice President of the Chicago, Milwaukee, St. Paul and Pacific Railroad Company that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that such instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

James H. Stengel
NOTARY PUBLIC

My Commission Expires: Nov. 20, 1976



ANNEX A

<u>Quantity</u>	<u>Type</u>	<u>Manufacturer's Specifications</u>	<u>Manufacturer's Plant</u>	<u>Lessee's Numbers</u>	<u>Total Base Price</u>	<u>Unit Base Price</u>	<u>Estimated Time of Delivery at River Rouge, Michigan</u>
35	Stack Pack Car Sets	Whitehead & Kales Container Model AB 8003	Whitehead & Kales Company Detroit, Mich.	MILU- \$ 633,000-633,139 inclusive (See FN 1)	560,910.00	60 Containers at \$ 4,006.50 80 Containers at \$ 4,019.00	80 Stack Pack Cars on Dec 21, 1973--6 Stack Pack Cars on Feb 21, 1974.
66	Bi-Level Super-structure Auto Racks	Whitehead & Kales Model AB. 15150	Whitehead & Kales Company Detroit, Mich.	52713- \$ 52744 inclusive (2 consecutive numbers per Rack) Other numbers, See FN (2)	498,682.80	\$ 7,555.80	16 Racks on April 26, 1974 50 Racks on May 15, 197
65	Fully Enclosed Tri-Level Auto Racks	Whitehead & Kales Model AB 15150	MILW	53091/53092, 53093/53094, 53057/53058, 53087/53088, 53089/53090, 53053/53054, 53082/53083, 53086/53079, 53055/53056, 53080/53081, 53071/53072, 53065/53066, 53075/53076, 53067/53068, 53073/53074, 53061/53062,	\$1,633,375.00	\$24,975.00	28 Racks on May 14, 1974; 37 Racks on June 28, 1974

ANNEX A, CONTINUED

<u>Quantity</u>	<u>Type</u>	<u>Manufacturer's Specifications</u>	<u>Manufacturer's Plant</u>	<u>Lessee's Numbers</u>	<u>Total Base Price</u>	<u>Unit Base Price</u>	<u>Estimated Time of Delivery River Rouge Michigan</u>
			MILW	53095/53096, 53097/53098, 53059/53060, 53051/53052, 53099/53100, 53101/53102, 53103/53104, 53105/53106, 53077/53078, 53109/53110, 53107/53108, 53084/53085.			
				(2 consecutive numbers per Rack) Other Numbers, See FN (2)			

- (1) Four Stack Pack Containers equal One Stack Pack Car Set
 (2) Lessee's Road Numbers not available until after Manufacture